

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11 Case No.  
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)  
Debtors. : (Jointly Administered)

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**TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

SCOTWOOD MASTER, LTD.

Name of Transferee

DEUTSCHE BANK AG, LONDON

Name of Transferor

Name and Address where notices to transferee should be sent:

33 Benedict Place  
Greenwich, CT 06830  
Attn: Doug Stroup  
Tel: (203) 302-2458  
e-mail: ds@scottwoodcapital.com

Name and Address where transferee payments should be sent (if different from above): N/A

Court Claim # (if known): 66107

Amount of Claim Transferred: \$26,500,000.00

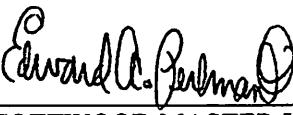
Date Claim Filed: January 12, 2010

Name and Address of Transferor:

c/o Deutsche Bank Securities Inc.  
60 Wall Street, 3rd Floor  
New York, NY 10005  
Attn: Matthew Weinstein  
Tel: 212-250-5760  
e-mail: Matthew.Weinstein@db.com

**\*\*PLEASE SEE ATTACHED DOCUMENTS\*\***

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By:   
SCOTWOOD MASTER LTD

Date: December 27, 2010

**EXHIBIT B**

**EVIDENCE OF TRANSFER OF CLAIM**

TO: United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court")  
Attn: Clerk

AND TO: **Lehman Brothers Special Financing Inc. ("Debtor")**  
Case No. 08-13555 (JMP) (Jointly Administered)

Claim #: **66107**

**DEUTSCHE BANK AG, LONDON**, its successors and assigns ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned unto:

**Scottwood Master Ltd.**

33 Benedict Place  
Greenwich, CT 06830  
Attn: Doug Stroup

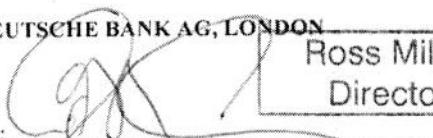
its successors and assigns ("Buyer"), all right, title and interest in and to **\$26,500,000.00** (the "Claim") of Seller against **Lehman Brothers Special Financing Inc.**, docketed as claim number **66107** (which amends Proof of Claim No. 33613) in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13888 (JMP), or any other court with jurisdiction over the bankruptcy proceedings of the Debtor, including all rights of stoppage in transit, replevin and reclamation.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated December 11, 2010.

**DEUTSCHE BANK AG, LONDON**

  
Ross Miller  
Director

By:

Name:  
Title:

By:

Name:  
Title:

Michael Sutton  
Managing Director

**SCOTTWOOD MASTER LTD.**

By:

Name:  
Title:

**EXHIBIT B**

**EVIDENCE OF TRANSFER OF CLAIM**

TO: United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court")  
Attn: Clerk

AND TO: **Lehman Brothers Special Financing Inc. ("Debtor")**  
Case No. 08-13555 (JMP) (Jointly Administered)

Claim #: **66107**

**DEUTSCHE BANK AG, LONDON**, its successors and assigns ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned unto:

**Scottwood Master Ltd.**

its successors and assigns ("Buyer"), all right, title and interest in and to **\$26,500,000.00** (the "Claim") of Seller against **Lehman Brothers Special Financing Inc.**, docketed as claim number **66107** (which amends Proof of Claim No. 33613) in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13888 (JMP), or any other court with jurisdiction over the bankruptcy proceedings of the Debtor, including all rights of stoppage in transit, replevin and reclamation.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated October 21, 2010.

*December*

**DEUTSCHE BANK AG, LONDON**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SCOTTWOOD MASTER LTD.**

By: \_\_\_\_\_  
Name: *Edward Perlman*  
Title: *Managing Director*

## PROOF OF CLAIM

In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP)
Name of Debtor Against Which Claim is Held Lehman Brothers Special Financing Inc.	Case No. of Debtor 08-13888 (JMP)

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)

Name and address of Creditor: (and name and address where notices should be sent if different from Creditor)

ZAIS Opportunity Master Fund, Ltd.  
c/o Seward & Kissel LLP  
One Battery Park Plaza  
New York, New York 10004-1485  
Attn: Justin L. Shearer, Esq.

Telephone number: (212) 574-1200 Email Address: shearer@sewks.com

Name and address where payment should be sent (if different from above)

ZAIS Opportunity Master Fund, Ltd.  
c/o ZAIS Group, LLC, Attn: Russell Prince  
2 Bridge Avenue, Suite 322  
Red Bank, New Jersey 07701

Telephone number: (732) 450-7459 Email Address: russ.prince@zaisgroup.com

**1. Amount of Claim as of Date Case Filed: \$ 53,000,000.00**

If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete Item 5.

If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete Item 6.

Check this box if all or part of your claim is based on a Derivative Contract.\*

Check this box if all or part of your claim is based on a Guarantee.\*

**\*IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <http://www.lehman-claims.com> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED.**

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <http://www.lehman-claims.com> if claim is based on a Derivative Contract or Guarantee.

**2. Basis for Claim: Derivative Contract / ISDA Master Agreement**

(See instruction #2 on reverse side.)

**3. Last four digits of any number by which creditor identifies debtor:** \_\_\_\_\_

**3a. Debtor may have scheduled account as:** \_\_\_\_\_  
(See instruction #3a on reverse side.)

**4. Secured Claim** (See instruction #4 on reverse side.) See Attached Addendum

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff:  Real Estate  Motor Vehicle  Other

Describe: \_\_\_\_\_

Value of Property: \$ \_\_\_\_\_ Annual Interest Rate %

Amount of arrearage and other charges as of time case filed included in secured claim, if any:

\$ \_\_\_\_\_ Basis for perfection: \_\_\_\_\_

Amount of Secured Claim: \$ \_\_\_\_\_ Amount Unsecured: \$ \_\_\_\_\_

**6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ \_\_\_\_\_**  
(See instruction #6 on reverse side.)

**7. Credits:** The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

**8. Documents:** Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary.

**DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.**

If the documents are not available, please explain:

Date:

1/11/10

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. ZAIS Opportunity Master Fund, Ltd.

Russell C. Prince, its Authorized Signatory

UNIQUE IDENTIFICATION NUMBER: 888052050

Filed: USBC - Southern District of New York

Lehman Brothers Holdings Inc., Et Al.

08-13555 (JMP) 0000066107

THIS SPA



Check this box to indicate that this claim amends a previously filed claim.

**Court Claim Number:** 33613  
(If known)

Filed on: 9/22/09

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check this box if you are the debtor or trustee in this case.

**5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.**

Specify the priority of the claim:

Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).

Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

Other - Specify applicable paragraph of 11 U.S.C. § 507(a) \_\_\_\_\_.

Amount entitled to priority:

\$ \_\_\_\_\_

U.S. BANKRUPTCY COURT  
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